

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 479-6000  
Facsimile: (212) 479-6275  
Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky

Attorneys for Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	
	:	Chapter 11
METROPARK USA, INC.,	:	
	:	Case No. 11-22866 (RDD)
Debtor.	:	
	:	
-----	X	

**NOTICE OF SUCCESSFUL BIDDERS**

**PLEASE TAKE NOTICE** that on May 12, 2011 Metropark USA, Inc. (the "Debtor") filed its Motion of the Debtor for Order (A) Setting (i) Date to Conduct Auction of Debtor's Interests in Certain Real Property Leases and Intellectual Property, and (ii) Sale Hearing Date; (B) Approving Bidding Procedures and Terms of Auction; (C) Establishing Cure Amounts; (D) Authorizing Debtor to Enter Into Lease Termination Agreements; (E) Approving and Authorizing Sale of Leases and Intellectual Property to Highest or Otherwise Best Bidder Free and Clear of all Liens, Interests, Claims and Encumbrances Pursuant to § 363 of the Bankruptcy Code; (F) Waiving the Requirements of Federal Rule of Bankruptcy Procedure 6004 and Local Rule 6004-1 and (G) Granting Related Relief (the "Bidding Procedures Motion") (Doc. No. 88).

**PLEASE TAKE FURTHER NOTICE** that on May 24, 2011 the Court entered an Order (A) Setting (1) Date to Conduct Auction of Debtor's Interests in Certain Real Property Leases and Intellectual Property, (2) Hearing Date for Approval of Auction and (3) Related Objection Deadlines; (B) Approving Bidding Procedures and Terms of Auction; and (C) Granting Related

Relief (the “Bidding Procedures Order”) (Doc. No. 149). Copies of the Bidding Procedures Order can be viewed on the Court’s website at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov) or on the Debtor’s website maintained by Omni Management Group, LLC at [www.omnimgt.com/metropark](http://www.omnimgt.com/metropark).

**PLEASE TAKE FURTHER NOTICE** that on May 26, 2011 pursuant to the Bidding Procedures Order an Auction was held at the offices of Cooley LLP, counsel to the Debtor, at which two Successful Bidders (as that term is defined in the Bidding Procedures Order) were selected by the Debtor as having presented the highest or otherwise best offers for the Debtor’s interests in certain real property leases.

**PLEASE TAKE FURTHER NOTICE** that the Debtor selected The Cotton On Group (“Cotton On”) as the highest or otherwise best bidder with respect (a) to those certain leases subject to the Designation Rights Agreement entered into between Cotton On and the Debtor and attached as Exhibit B to the Bidding Procedures Order for an increased Initial Payment<sup>1</sup> of \$760,000 (of which \$500,000 is allocated to the Bulk Leases and \$260,000 of which is allocated to the Additional Lease).

**PLEASE TAKE FURTHER NOTICE** that the Debtor selected Cotton On as the highest or otherwise best bidder with respect to the leases for the Debtor’s following store locations: (i) store number 21, Willowbrook Mall, Houston, TX for \$50,000 plus cure costs and (ii) store number 31 Brea Mall, Brea, CA for \$100,000 plus cure costs.

**PLEASE TAKE FURTHER NOTICE** that the Debtor selected Perry Ellis as the highest or otherwise best bidder with respect to the leases for the Debtor’s following store locations on a bulk basis for \$775,000 plus cure costs: (i) store number 1, Glendale Galleria, Glendale, CA; (ii) store number 4 Valley Fair Mall, Santa Clara, CA; (iii) store number 14, Los Cerritos Center, Cerritos, CA; (iv) store number 15, Miracle Mile Shops, Las Vegas, NV; (v) store number 17, Houston Galleria, Houston, TX; (vi) store number 18, Lenox Square, Atlanta, GA.

---

<sup>1</sup> All capitalized terms in this paragraph shall have the meanings ascribed to them in the Designation Rights Agreement.

**PLEASE TAKE FURTHER NOTICE** that the Auction with respect to the Debtor's Intellectual Property has been adjourned until June 29, 2011 or such later time determined by the Debtor and noticed on the docket of this case.

**PLEASE TAKE FURTHER NOTICE** that all of the proposed transactions referenced herein are subject to approval by the United States Bankruptcy Court for the Southern District of New York at a final hearing (the "Sale Hearing") scheduled for **May 31, 2011 at 2:30 p.m. (Prevailing Eastern Time)** before the Honorable Robert D. Drain.

**PLEASE TAKE FURTHER NOTICE** that prior to the Sale Hearing the Debtor will file a proposed Sale Order reflecting the results of the Auction and attaching the winning bid documents.

Dated: May 26, 2011  
New York, New York

By: /s/ Cathy Hershcopf  
Cathy Hershcopf

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 479-6000  
Facsimile: (212) 479-6275  
Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky  
*Attorneys for Debtor and  
Debtor in Possession*